



BY-LAWS

Article I – Name

The name of this organization shall be The Nashua Conservation Commission; hereafter referred to as the "Commission".

Article II – Principal Place of Business

The principal place of business of the Commission shall be at Nashua in the County of Hillsborough and State of New Hampshire. The Commission shall from time to time determine the mailing address of the Commission.

Article III – Purpose

The Commission is established pursuant to the Nashua Revised Ordinances (NRO), Title 14, Section 201 and the New Hampshire Revised Statutes Annotated (RSA) 36-A:2 for the proper utilization, preservation and protection of the natural resources and watershed resources which have been found to be vital to the public good and welfare.

Article IV – Duties and Functions Relative to Purpose

The Commission shall conduct a review process on projects to ensure compliance with the city wetland ordinance and to make recommendations to the Zoning Administrator. The Commission will also coordinate with and make recommendations to other city boards including the Planning Board and the Zoning Board of Adjustment. In support of this purpose, pursuant to RSA 36-A:2, the Commission shall have the following duties and perform the following functions:

1. Conduct research into its local land and water areas.
2. Seek to coordinate the activities of unofficial bodies organized for similar purposes.
3. Keep an index of all open space and all natural, aesthetic, or ecological areas within the city, with the plan of obtaining information pertinent to proper utilization of such areas.
4. Keep an index of all wetlands.
5. Recommend to the Mayor and Board of Aldermen or to the appropriate state agency a program for the protection, development, or better utilization of such areas.
6. Keep accurate records of its meetings and actions.
7. File an annual report with the City Clerk to be included in the city's annual report.
8. Attend and provide environmental educational material at events held by the city.
9. Organize or participate in any activity the Commission deems necessary or relevant to protect the natural watershed resources for the public good and welfare.

Article V – Property

Pursuant to NRO Chapter 15, Section 32, the Commission, on behalf of the city, shall have the power to accept conservation easements over land within the city limits of Nashua. The Commission will keep a record of these easements. All other acquisitions shall be authorized only by resolution of the Aldermen.

Article VI – Publications and Advertisements

The Commission may advertise, publish, and distribute material it deems necessary for its work.

Article VII – Finances

1. General

Monies received by the Commission may be expended for purposes consistent with the purpose of the Commission. The Commission shall expend monies received with restriction(s) or for such designated purpose(s). Any amount over \$50.00 unrelated to minutes taking shall be voted on by a majority of the Commission members and recorded by the Treasurer.

2. Administrative

The Commission shall limit its administrative expenditures for clerks and other employees to those appropriations so designated by the Board of Aldermen. Any unexpended balance from any such appropriations shall lapse in accordance with city budget procedures.

3. Accounting Procedure

All monies maintained or expended by the Commission shall be in accordance with city accounting procedures.

4. Conservation Fund

For funds pursuant to NRO Chapter 2, Section 737, the Commission must recommend on the expenditure of any of said funds to the Board of Aldermen. Any unexpended balance in this fund shall carry over from one fiscal year to the next and shall not lapse.

Article VIII – Structure of the Commission

1. General

The Commission consists of seven (7) members and three (3) alternate members, all of whom are appointed by the Mayor and Aldermen for three-year terms.

2. Removal of a Commissioner

A Commissioner may be recommended for removal for cause from office by a two-thirds (2/3) vote of the Commission present at a regular meeting after a petition by a quorum of the Commission. This petition must be provided seven (7) days prior to the next regular meeting. In addition, copies of the petition must be sent to the Mayor and Board of Aldermen for action.

3. Reappointment of a Commissioner

A review process of a commissioner whose term is up for reappointment will be conducted

by the Chair at the first meeting in November with a letter of recommendation to the Mayor. The review process for the Chair's term shall be conducted by the Vice Chair.

4. *Lapse in reappointment of a Commissioner*

In the event a commissioner's term has expired and there is a lapse in reappointment, that commissioner will continue to serve in the interim.

Article IX – Officers

1. *Chair*

a. *Election and Tenure*

The Chair shall be elected by and from the membership no later than the second meeting of all the Commission each calendar year. The Chair shall serve for a term of one calendar year and may be re-elected for successive terms.

b. *Duties*

The Chair shall, in addition to the duties imposed by law, preside at all meetings of the Commission at which he is present and direct the work of the Commission. He shall direct the calling of meetings of the Commission. He shall appoint all committee members. Annual committee appointments shall be made by the Chair no later than the second meeting of the Commission following his appointment as Chair and thereafter, no later than the second meeting of the Commission each calendar year.

c. *Vacancy*

In the event of a vacancy in the office of Chair, the Vice-Chair shall assume the office of Chair for the remainder of the term.

2. *Vice-Chair*

a. *Election and Tenure*

The Vice-Chair shall be elected by and from the membership no later than the second meeting of the Commission each calendar year. The Vice-Chair shall serve for a term of one calendar year and may be re-elected for successive terms.

b. *Duties*

The Vice-Chair shall preside at all meetings of the Commission in the absence of the Chair and shall perform all duties and have all powers of the Chair in case of temporary absence or incapacity of the Chair. The Vice-Chair shall record votes and stipulations, submitting such to Planning staff within 24 hours after the votes have been taken.

c. *Vacancy*

In the event of a vacancy in the office of Vice-Chair, a special election shall be held to fill the office for the remainder of the term. The special election shall be held no later than the second meeting after which the vacancy occurred.

3. *Clerk*

a. *Election and Tenure*

The Clerk shall be elected by and from the membership no later than the second meeting of the Commission each calendar year. The Clerk shall serve for a term of one calendar year and may be re-elected for successive terms.

b. *Duties*

The Clerk, or his designee, shall keep accurate records of the meetings and other

proceedings of the Commission. The Clerk, or his designee, shall notify each member of each meeting of the Commission in accordance with Article XIII below. He shall prepare and file an annual report with the City Clerk by the end of October. The Clerk shall keep the New Hampshire Association of Conservation Commissions up-to-date on Nashua Commission activities. The Clerk shall maintain the Commission Project List. The Clerk shall perform all other duties imposed by law, assigned by the Chair, or otherwise herein provided.

c. *Vacancy*

In the event of a vacancy in the office of Clerk, a special election shall be held to fill the office for the remainder of the term. The special election shall be held no later than the second meeting after which the vacancy occurred.

4. *Treasurer*

a. *Election and Tenure*

The Treasurer shall be elected by and from the membership no later than the second meeting of the Commission each calendar year. The Treasurer shall serve for a term of one calendar year and may be re-elected for successive terms.

b. *Duties*

The Treasurer shall maintain an accurate record of the funds and other properties, real and personal, which the Commission has available. The Treasurer shall prepare the budget by the end of October, update and process expenditures, and present an accounting to the Commission at the first meeting of each calendar quarter. The Treasurer shall develop and maintain a list of consultants in specialties, defined by the Commission, for the Commission to call upon or provide to applicants when the specifics of a case require particular expertise.

c. *Vacancy*

In the event of a vacancy in the office of Treasurer, a special election shall be held to fill the office for the remainder of the term. The special election shall be held no later than the second meeting after which the vacancy occurred.

5. *Removal of an Officer*

An Officer may be removed for cause by a two-thirds (2/3) vote of the Commission present at a regular meeting after a petition by a quorum of the Commission. This petition must be provided seven (7) days prior to the second next regular meeting of the month.

Article X – Duties of Members

Each member of the Commission, including the Chair, Vice-Chair, Clerk, and Treasurer shall carry out the duties, functions and responsibilities of the Commission as detailed in Article IV.

Article XI – Alternate Members

Alternate Commissioners may have all the rights and privileges of Commissioners with the exception being the right to vote or to hold the offices of Chair or Vice-Chair. An alternate may vote if a quorum Commissioner is absent. If two (2) alternates are present, with only one (1) Commissioner absent, the voting right is decided by coin toss at the beginning of the meeting.

Article XII – Committees, Directors, Consultants and Associate Members

1. *Committees*

Committees shall be established by vote of the members of the Commission for any purpose deemed necessary in accordance with the purpose of the Commission. Committee members shall be members of the Commission and shall be appointed by the Chair of the Commission as provided by Article IX above. Each Committee shall report to the Commission at such times as the Commission may require.

2. *Directors*

By decision of the members of the Commission, positions of Director shall be established for any purpose of the Commission. Such a position may be established for the management, supervision, oversight and enforcement of regulations of a conservation area. Each Director shall report to the Commission at such times as the Commission may require. Directors shall not have the rights and privileges of a member of the Commission and in particular, shall not have the right to vote.

3. *Consultants*

By decision of the members of the Commission, Consultants to the Commission may be appointed for any purpose deemed necessary in accordance with the purpose of the Commission. Each Consultant shall report to the Commission at each meeting or at such other times as the Commission may require.

a. *Professional and technical assistance*

Within the budget approved by the Commission, and in a manner prescribed by the Commission, other technical and clerical assistance may be employed to carry out the work of the Commission.

b. *Agreement for Community Planning Services*

The Consultant is authorized to undertake for the Commission minor special projects for member municipalities, the cost of which is to be paid by the municipality in accordance with agreements, approved by the Commission. The Commission may remove the Consultant by a majority vote of all Commissioners.

4. *Associate Members*

By decision of the members of the Commission, Associate Members of the Commission may be designated for any reason deemed in furtherance of the purpose of the Commission. Without limiting the foregoing, Associate Members shall not have the rights and privileges of a member of the Commission and in particular, shall not have the right to vote. Associate Members may receive copies of application packets to provide technical assistance to the Commission, if the Commission so designates. The designation of an Associate Member must be specified at the time of the designation, not to exceed one year. The Commission may renew an Associate Member's designation upon its expiration. An Associate Member may request an early lapse of the designation in writing to the Commission.

Article XIII – Meetings

The Chair shall direct the calling of not less than one (1) regular meeting of the Commission each month no later than the first meeting in December. The Commission shall communicate its

schedule for the upcoming year to the Planning Board. Such regular meetings shall be held on the first and third Tuesday of each month at 7:00 p.m. at City Hall, unless otherwise specified by the Commission or by the Chair prior to the first or third Tuesday. Special meetings may be held, if necessary, at the discretion of the Chair. It shall be the duty of the Chair to call such a meeting when requested to do so in writing by a majority of the members of the Commission and when such written request specifies the purpose of such a meeting. At any special meeting, no business other than that specified in the written notice may be considered except by unanimous consent of those present. A notice or waiver of notice of a meeting need not specify the purpose(s) of the meeting, unless otherwise provided herein. Whenever a quorum is not present at a regular or special meeting, the meeting shall be considered adjourned and will be rescheduled to such other time and place as the Chair may deem appropriate.

Article XIV – Transaction of Business

1. *Quorum*

A majority (4) of the full membership of the Commission shall constitute a quorum for the transaction of any business.

2. *Conduct of Meetings*

All meetings shall be conducted pursuant to parliamentary authority, as generally set forth in Robert's Rules of Order. All agenda items shall be identified by title or subject matter both on the written notice of each meeting and prior to consideration at any meeting. All requests for items to be included on the agenda shall be filed with the Chair on or before five (5) o'clock p.m. two (2) weeks preceding the meeting. Any matter not requiring prior legal notice may be placed on the agenda at any meeting by a majority vote of the members present.

3. *Voting*

A vote of the majority (4) of the full membership of the Commission shall be sufficient to take any matters. Any member may request that his vote on any issue be recorded as an abstention and may withdraw from consideration on any issue. At the request of any member, the chair shall call for a recorded roll call vote on any issue. See Article XI for Alternate Voting Procedure.

4. *Conflict of Interest*

No member of the Commission shall introduce, speak on, or vote on any motion, resolution or issue in which that member has a personal or pecuniary interest, direct or indirect. Notwithstanding the foregoing, the Commission by vote may permit or request any such member to speak or testify on any such motion, resolution or issue.

5. *Right to know*

All meetings of the Commission shall be held in accordance with the provisions of RSA, Chapter 91-A, as amended, relating to meetings open to the public and executive sessions.

Article XV – Public Hearings

1. The Commission may, at its discretion, hold public hearings or informational hearings when it determines that such hearings will be in the public interest. Notice of such hearings shall be published or posted at least fourteen (14) days prior to the date of hearings. The matter before the Commission shall be presented in summary form by a member of the Commission

or by a person designated by the Commission. Any parties in interest shall be privileged to appear before parties not in interest.

2. Testimony or other evidence shall not be presented under oath. A record shall be kept of those persons testifying and/or presenting evidence at such hearings and, if appearing on behalf of another person or entity, the name of such person or entity.

Article XVI – Amendments to By-laws

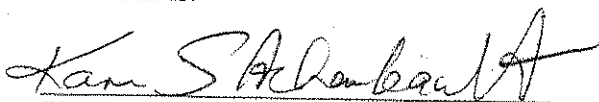
These by-laws become effective immediately upon adoption by a two-thirds (2/3) majority of the Commissioners present at a meeting at which a quorum has been established. They may be amended at any time by two-thirds (2/3) majority of the Commissioners present at a meeting at which a quorum has been established, providing that all Commissioners have been given at least seven (7) days written notice of the proposed amendment(s). All meetings prior to the adoption of these by-laws are ratified.


At the meeting of the members of the Conservation Commission of the City of Nashua, held in Nashua, New Hampshire on the 17th of May 2005, agreeable to Article XVI of the foregoing by-laws, said by-laws were presented and read, article by article, and upon motion, duly seconded, the following resolution was unanimously adopted.

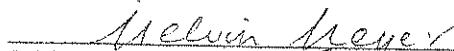
Resolved: That the foregoing by-laws, as presented, be adopted as the by-laws of the Conservation Commission of the City of Nashua, and be made part of the permanent records of the organization.

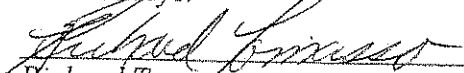
We, the undersigned, being all the members of the Conservation Commission of the City of Nashua, do hereby severally make oath that the foregoing is a true record of the adoption of the by-laws of the Conservation Commission of Nashua.


MEMBERS:

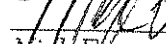

Karen Archambault

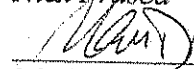

Alex Duran


Melvin Meyer


Richard Tomasso


Linda Bretz


Nick Frasca


Mark Newhall